FOR THE FISCAL VEAR 1954
ENDED-NOVEMBER SD 1954

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THE EAGLE-PICHER COMPANY

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ANNUAL REPORT

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FISCAL AFAR ENDED NOVLMBER 30, 1904



THE EAGLE PICHER COMPANY

EXECUTIVE OFFICES CINCINNATI OHIO

THE EAGLE PICHER COMPANY

DIRECTORS

JOEL M BOWLBY

WILLIAM R DICE

CARL A GEIST

CARL F HERTENSTEIN

STANLEY R MILLER

WILLIAM H MITCHELL

ORSON A ROCKWELL

JOHN J ROWE

FOR STANLEY R MILLER

GEORGE A SPIVA

WILLIAM H MITCHELL

OFFICERS

JOEL M BOWLBY CHAIRMAN PRESIDENT T SPENCER SHORE VICE PRESIDENT GLEN J CHRISTNER VICE PRESIDENT AND COMPTROLLER WILLIAM R DICE LOUIS A FISHER VICE PRESIDENT CARL A GEIST VICE PRESIDENT AND TREASURER ORSON A ROCKWELI VICE PRESIDENT HERMON F SAFFORD VICE PRESIDENT VICE PRESIDENT MILES M ZOLLER RICHARD SERVISS SECRETARY K E KIMMEL ASSISTANT SECRETARY J N TINCKNELL ASSISTANT SECRETARY JOHN H WINCHESTER ASSISTANT SECRETARY

TRANSFER AGENTS Guaranty Trust Company of New York
The Central Trust Company Cincinnati

REGISTRARS The Chase National Bank of the City of New York
The Fifth Third Union Trust Company Cincinnati

THE FAGIE PICHER (OMPANY

TO OUR SHARLHOLDERS

The year 1954 was one of outstanding progress and achievement for The Eagle Picher Company Important acquisitions and expansion of facilities have increased actual and potential earning power and shareholders investment is now more broadly diversified and in our opinion more effectively employed than ever before

Despite this basic progress operating results for 1954 were disappointing. Earnings for the first is months of the year were affected by lower in dustrial activity and the tendency of many of our customers to adjust inventories downward. As the year drew to a close it appeared that these trends had been checked and in most cases reversed.

Net sales of The Eagle-Picher Company for the fiscal vear ended November 30 1954 amounted to \$83 233 880 compared with \$85 033 403 for the preceding year a decline of $2\,1\%$

\et profit for 1954 was \$2 446 829 equivalent to \$2 47 per share compared with \$3 242 966 or \$3 28 per share for 1953

Dividends aggregating \$1 50 per share were paid in both years

As at November 30 1954 net worth was \$31 610 917 equivalent to \$31 96 per share a new all time high

Neu Activities

In July The Eagle-Picher Company offered to purchase the entire stock of Fabricon Products Inc at \$33 per share Subsequently all of the 300 000 shares outstanding were acquired and the company was dissolved. Its operations are now conducted as Fabricon Products a division of The Eagle Picher Company

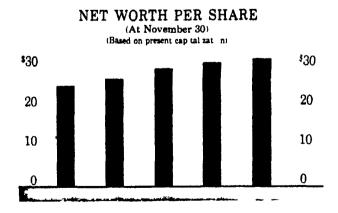
Fabricon Products is a leading producer of trim foundation panels deadener felt and other fibre products for the automobile industry. It also manufactures various types of plastic products and waxed paper and cellophane wrappers. For

its fiscal year ended November 30 1953 net sales amounted to \$27 058 000 and net profit was \$1 218 000. For the seven months ended June 30 1954, net sales were \$14 903 000 and net profit was \$651 000, net sales of \$12 600 000 and net profit of \$525 000 for the five months ended November 30 1951 are included in our statement.

The Company's new zinc roasting and sulphuric acid plant at Galena Kansas was completed and commenced operations in August. It was gratifying that the final cost and completion date coincided closely with the original estimates made two years earlier. However, many operating problems have been encountered as often happens in a complex new operation of this character. Operating costs to date have been high but we are confident that results will meet our expectations.

Also in August The Eagle Picher Company purchased the zinc properties of Calumet & Hecla Inc in the Wisconsin Illinois field comprising leaseholds on approximately 3 650 acres of land as well as a mill supplies and materials. This acquisition which more than doubled our ore reserves in that area is another instance of the policy of increasing reserves whenever favorable opportunities arise

During the past two and one-half years the Company has invested approximately \$30 000 000



in furtherance of its expansion program a sum nearly equal to its net worth of \$31 610 917 as at November 30 1954. There has been no increase in stock capitalization while this was being accomplished.

Sales

Net sales of \$83 233,880 for the 1954 fiscal vear were the second largest in the Company's history being exceeded only by \$85 033 403 recorded in 1953. Sales declined from the first quarter of 1953 through the first quarter of 1954 but have been in a steady uptrend since that time Sales for the full year were only 2 1% below 1953 despite a decline of nearly 29% in the first six months. Sales for the second half of 1954 were \$50 832 974 or at an annual rate of slightly better than \$100 000 000

Earnings

For the fiscal year ended November 30 1954 net profit amounted to \$2,446 829 or \$2 47 per share compared with \$3,242 966 or \$3 28 per share for 1953 Net profit for the second half year exceeded that for the second half of 1953 but the gain was not sufficient to offset the decline in the first six months

The Company adopted the base-stock method of inventory valuation as at November 30 1949 when it established 25 000 tons of metal as a base stock consisting of 15 000 tons of lead valued at 61 cents per pound and 10 000 tons of zinc valued at 5 cents per pound. Because of a materially different composition of the Company's business base-stock quantities were adjusted in 1951 to 12 500 tons of lead and 12 500 tons of zinc Reflecting improved inventory controls and the

changed nature of the business metal content of lead inventory has remained below 12 500 tons for two years. Therefore the base-stock quantity of lead was reduced further in 1954 to 9 000 tons and that of zinc was increased to 16 000 tons. It should be noted that aggregate base-stocks have been maintained at 25 000 tons and valuation prices have remained unchanged.

The adjustment of base-stock quantities in 1954 resulted in a credit to other income of \$402 673. However production and manufacturing costs were charged with \$481 698 arising from higher market prices for both lead and zinc. Since the debit to production and manufacturing costs exceeded the credit to other income the base-stock method of inventory valuation did not materially affect 1954 earnings.

Balance Sheet

The most striking change in the balance sheet as at November 30 1954 compared with that of a year earlier is an increase of \$8 240 424 in net property plant and equipment and a decrease of \$7 361 701 in working capital. This major shift in assets reflects the substantial capital expenditures made during 1954.

Net property account has increased by \$14 722 003 over the past three years to a total of \$25 824 409 as at November 30 1954. As a consequence more cash will be generated from operations by virtue of higher depreciation and depletion charges.

Working capital of \$18 447 048 at the close of 1954 while well below the past two years is believed adequate for the needs of the business under present conditions and should rise over the next year. The increase of \$3 369 649 in inven

YEAR TO YEAR COMPARISON

	NET SALES		NET PROFIT BEFORE TAXES		Net Profit		NET PROFIT PER SHARE	
	1954	1953	1954	1953	1954	1953	1954	1953
First Half	\$32 400 906	\$45 477 688	\$1 394 188	\$3 312 107	\$ 609 188	\$1 787 107	\$ 0 6 2	\$1 81
Second Half	50 832 974	39 555 715	3 552 641	2 640 859	1 837 641	1 455 859	1 85	1 47
Year	\$83 233 880	\$85 033 403	\$4 946 829	\$5 952 966	\$2 446 829	\$3 242 966	\$2 47	\$3 28

tories during the year was due largely to the acquisition of Fabricon Products Inc

The Company's investment in Mexico at November 30 1954 was \$426 682 a reduction of \$180 470 for the year. At November 30 1949 investments in and advances to foreign subsidiaries amounted to \$3 683 142 of which \$2 934 670 represented Mexican subsidiaries and \$748 472 was investment in Canada. Our stock in the Canadian company was sold in 1953 and the Mexican investment has been reduced to its present amount by repayment of advances. Funds derived from these sources have provided an important part of the funds spent on new facilities.

A term loan was arranged during 1954 with a more favorable maturity schedule and the same principal amount and interest rate as the loan which it replaced. The present \$15 000 000 334% notes are to be paid \$1 000 000 annually starting in 1960 whereas the preceding loan called for payments aggregating \$4 300 000 prior to 1960

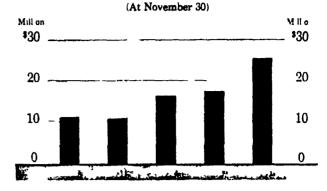
Customers

The Company's business is now quite different from that of a few years ago. The automobile in dustry in the aggregate is the largest user of our products. The storage battery paint and steel in dustries comparable in importance are next in size. Other major industries constituting important customers include the building food farm equipment fertilizer rayon and ceramics industries.

Most of Eagle Picher's sales are made to other industrial companies rather than the ultimate consumer so that the term 'a manufacturer's manufacturer is descriptive of its economic function. The Company ranks as a principal supplier of most of the products it sells. Inventory fluctuations have been reduced considerably by better inventory control, the new character of our business and the base-stock method of inventory valuation followed for the past five years. The present operating divisions of the Company all appear to have a favorable growth potential and each one is in effect, competing with the others for funds available for expansion.

Management Changes

Mr Orson A Rockwell, formerly Vice President of Calumet & Hecla Inc was elected a Vice President and Director of The Eagle-Picher Com NET PROPERTY PLANT AND EQUIPMENT



pany in March 1954 Mr Rockwell serves as General Manager of the Mining and Smelting Division

At the same time Mr Glen J Christner, General Manager of the Insulation Division was elected a Vice President and Mr Richard Serviss formerly Assistant Secretary was elected Secretary

Mr Louis A Fisher formerly President of Fabricon Products Inc. and now President and General Manager of the Fabricon Products Division was elected a Vice President of The Eagle-Picher Company in November 1954

Outlook

It appears that general industrial activity will be on a higher level during 1955 and might ap proximate or even exceed the peak year 1953. Given such a background, the coming year should be a more profitable one for The Eagle-Picher Company. In addition to benefitting from a higher level of business, the expansion program of the past two years should improve earnings.

We are extremely optimistic about the long term growth of the American economy. We believe that business organizations with capable manage ment, skilled workmen and essential products will find opportunities to expand and to employ capital profitably. We shall strive constantly to be an active dynamic and growing company so that our shareholders may benefit from this larger economy.

JOEL M BOWLBY
Chairman
T SPENCER SHORE
President

Cincinnati Ohlo February 1 1955

THE FAGLE PICHER COMPANY

CONSOLIDATED FALANCE SE

ASSETS	1954	1953
CURRENT ASSETS		
Cash	\$ 7 668 660	\$ 9 154 389
U S Government obligations — at cost (market value \$383 697 at November 30, 1954)	385 035	8 118 968
Accounts and notes receivable less allowance for doubtful receivables \$252 920 and \$249 425	9 851 385	ə 76ə 206
Inventories of raw materials work in process finished products and supplies (note 1)		
Ores metals and metal bearing products Other	4 466 352 7 679 751	อ 061 404 อ 715 0อ0
	12 146 103	8 776 4 ₀ 4
TOTAL CURRENT ASSETS	30 051 183	31 81 ₀ 017
OTHER ASSETS Repair parts and maintenance supplies	864 810	1 026 668
Investment in and advances to associated company and sundry se	014.000	014.00
curities — at or below cost Miscellaneous accounts and advances	314 678 370 151	316 927 438 133
Viscentineous accounts and advances	1 549 639	1 781 728
INVESTMENT AT COST AND ADVANCES—MENICAN SUBSIDIARIES	426 682	607 152
PROPERTY PLANT AND EQUIPMENT		
Mining lands and leases mills smelters and manufacturing plants railroad and other properties — at cost Less Allowance for depletion depreciation etc	58 758 426 32 934 017 25 824 409	47 648 494 30,064 509 17 583 985
PREPAID AND DEFERRED CHARGES		
Prepaid freight insurance etc	415 819	296 678
Miscellaneous deferred charges	863 155	436 <u>88</u> 5
	1 278 974	733 563
	\$59 130 887	\$52 <u>521 445</u>

The accompanying notes are

AND DOMESTIC SUBSIDIARIES

AT NOVEMBER 30 1954 AND 1953

LIABILITIES	1954_	1953_
(URRENT LIABILITIES		
Accounts pavable	\$ 4 759 061	\$ 3 136 202
Dividend payable	593,506	593 506
Accrued liabilities	2 357 827	2 126 560
Federal taxes on income less U S Government obligations \$3 443 325 at November 30 1953	3 893 741	
Long term debt current portion		150 000
TOTAL CURRENT LIABILITIES	11 604 135	6 006 268
IONG TERM DEBT (note 4)		
$3^34^{C_6}$ notes maturing serially to September 1 1972 less payment due within one year \$150 000		15 000 000
3_4° notes maturing serially to July 15 1974	15 000 000	
RFSERVES FOR SELF INSURANCE		
Workmen compensation	759 259	719 286
Fire and tornado	156 576	149 846
	915,835	869 132
STOCKHOLDERS EQLITY		
Capital stock — par value \$10 per share authorized 1 500 000 shares, issued and outstanding 989 177 shares (note 5)	9 891,770	9 891 770
Surplus Capital surplus	2 771 681	2 769 116
Capital surplus	10.045.400	17 985 159
Earned surplus (note 4)	18 947 466	11 000 100
•	31 610 917	30 646 045

THE FAGLE-PICHER COMPANY AND DOMESTIC SUBSIDIARIES

STATEMENTS OF CONSOLIDATED FROEIT AND FOSS AND FARNED STREETS

YEARS ENDED NOVEMBER 30 1954 AND 1953

	1954	1953
NET SALES	\$83 233 880	\$85 033 403
PRODUCTION AND MANUFACTURING COSTS	69 241 556	<u>70</u> 245 380
GROSS PROFIT — before depletion and depreciation	13 992 324	14 788 023
SELLING GENERAL ADMINISTRATIVE AND EXPLORATION EXPENSES	7 063 445	7 076 984
OPERATING PROFIT — before depletion and depreciation	6 928 879	7 711 039
OTHER DEDUCTIONS NET Interest Other income (note 1)	569 386 (577 914) (8 528) 6 937 407	644 899 (444 198) 200 701 7 510 338
PROVISION FOR DEPLETION AND DEPRECIATION	1 990 578	1 557 372
NET PROFIT — before Federal and State taxes on income	4 946 829	ə 952 966
FEDERAL AND STATE TAXES ON INCOME	2 500 000	<u>2</u> 710 000
NET PROFIT FOR YEAR	2 446 829	3 242 966
EARNED SURPLUS AT BEGINNING OF YEAR	17 985 159 20 431 988	16 243 025 19 485 991
CASH DIVIDENDS PAID AND ACCRUED	1 484 522	1 500 882
EARNED SURPLUS AT END OF YEAR (note 4)	\$18 947 466	<u>\$17 985 159</u>

The accompanying notes are an integral part of this statement () Denotes credit

THE FAGLE-PICHER COMPANY AND DOMESTIC SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

NOVEMBER 30 1954

- Ores metals and metal bearing products have been valued at the lower of cost or market which has been reduced to state basic quantities of lead and zinc at fixed prices based on 6.5 cents per pound for lead (New York) and 5 cents per pound for zinc (East St. Louis) under the base stock method of inventory valuation adopted at November 30, 1949. At November 30, 1954 basic quantities were 9,000 tons of lead and 16,000 tons of zinc compared with 12,500 tons of each metal at November 30, 1953 or a total of 25,000 tons of both metals at the beginning and end of the year. This shift in basic quantities has been made because of the materially changed nature of the company's operations and its basic inventory requirements. For the past two years the metal content of lead inventory has been substantially below the established quantity of 12,500 tons. To give recognition to the changed operating conditions and inventory requirements the basic quantities of inventories were restated at November 30, 1954 with a resultant credit of \$402,673 to other income. Due to the rise in metal prices during the year a charge to production costs of \$481,698 was required to maintain basic quantities at the stipulated fixed prices.
 - Other inventories have been valued at average and standard costs or lower which approximate replacement
- 2 In July 1954 The Eagle Picher Company acquired substantially all of the outstanding capital stock of Fabrican Products Inc at a cost which was approximately \$950,000 in excess of the book value of the net assets. This excess has been allocated to property plant and equipment in the consolidated financial statements. The statement of consolidated profit and loss includes operations of this subsidiary from July 1 to Nov ember 30, 1954. For this period the acquired company had net sales of \$12,600,000 and net profit of \$525,000.
- 3 The company has secured certificates of necessity on certain facilities, which permit \$2 719 000 of the cost to be amortized over a sixty month period for the determination of income subject to Federal taxes. In the financial statements depreciation of such facilities has been computed on the basis of the estimated useful lives of the assets in accordance with the company's established depreciation policy. The amortization deducted for Federal income tax purposes is \$166 000 in excess of the depreciation recorded in the accounts. Federal taxes on income have been reduced by \$86 000 as a result of this additional taxable deduction.
- 4 Under the provisions of the loan agreements pertaining to the 33,4% notes due July 15 1974 (entered into on July 15 1954 and replacing the agreements pertaining to the notes due September 1 1972) the company is required to prepay \$1 000 000 on July 15 of each year to maturity commencing in 1960
 - The 3 ½ % notes contain a covenant which so long as any of the notes remain outstanding restricts the amount which may be declared as dividends (other than those payable in capital stock of the company) or applied to the purchase redemption or retirement of the company's capital stock. At November 30 1954 the amount not so restricted was \$5 628 426
- o On March 23 1954 the stockholders of the company approved a stock option plan under which options to purchase an aggregate of 75 000 shares of the capital stock of the company may be granted to key em ployees
 - Options granted under this plan shall be for terms not to exceed ten years and shall not be exercisable until one year from the date granted or unless the last sales price (market quotation) before the date of exercise is at least 20% above the option price the option price being the fair market value at the date of granting but not less than the last sales price of such stock on the New York Stock Exchange. The shares subject to each option shall become purchasable to the extent of 25% on the first and each successive anniversary of the date on which the option was granted the installment rights being cumulative.
 - Options were granted on March 23 1954 and November 3 1954 entitling the holders thereof to purchase 62 500 shares at \$19 375 per share and ~ 000 shares at \$26 375 per share respectively
- 6 A portion of the company a sales for the year ended November 30 1954 is subject to renegotiation under the Renegotiation Act of 1951 Management is of the opinion that adjustment if any for the year then ended will not be significant

PEAT MARWICK MITCHELL & CO Accountants and Auditors CINCINNATI 2 OHIO

THE BOARD OF DIRECTORS
THE EAGLE PICHER COMPANY

We have examined the consolidated balance sheet of The Eagle-Picher Company and its domestic subsidiaries as of November 30 1954 and the related statement of profit and loss and earned surplus for the year then ended Our examination was made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances

In our opinion the accompanying consolidated balance sheet and statement of consolidated profit and loss and earned surplus present fairly the financial position of The Eagle Picher Company and its domestic subsidiaries at November 30 1954 and the results of their operations for the year then ended in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year

PEAT MARWICK MITCHELL & CO

Cincinnati Ohio January 28 1955

FIVE-YEAR SUMMARY

FOR THE FISCAL YEARS 1950 - 1954

SOURCE OF FUNDS	S	APPLICATION OF FUNDS		
Net Profit	\$16 358 542	Dividends Paid	\$ 7 231 323	
Depreciation and Depletion	8 360 921	Capital Additions	25 684 561	
Increase in Long Term Debt Decrease in Foreign Investments Net Proceeds Sale of Fixed Assets Reserves and Other Sources	7 500 000 3 256 460 3 628 509 823 741	Increase in Working Capital (Cash & U S Govts \$4 271 161) Increase in Other Assets Surplus Adjustment	5 827 476 807 828 376,985	
	\$39 928 173		\$39 928 173	

FOR THE YEARS ENDED NOVEMBER 30	1954	1953	1952	1951	1950
INCOME STATEMENT					
Net Sales	\$83 233 880	\$85 033 403	\$81 893 067	\$82 086,318	\$69 123 903
Depletion and Depreciation	1 990 578	1 557 372	1 623 123	1 497 202	1 692 646
Net Profit Before Income Taxes	4 946 829	5 952 966	4 323 643	9 503 807	6 399 296
Net Profit	2 446 829	3 242 966	4 035 643	3 703 807	2 929 296
Net Profit Per Share*	2 47	3 28	4 08	3 74	2 96
Dividend Per Share* - Calendar Year	1 50	1 50	1 50	1 36	1 36
BALANCE SHEET					
Property Plant & Equipment net	\$25 824 409	\$17 583 985	\$16 493,018	\$11 102 406	\$11 325 613
Working Capital	18 447 048	25 808 749	25 176 975	18 625 755	15,486 220
Investment in Foreign Subsidiaries	426 682	607 152	1 318 155	2 296 776	3 354 493
Long Term Debt	15 000 000	15,000,000	13 575 000	7 500 000	7 500 000
Net Worth	31 610 917	30 646 045	28 898 443	26 398 195	24 441 894
Net Worth Per Share*	31 96	30 98	29 21	26 68	24 71
	<u> </u>	<u> </u>			

Per share data based on 989 177 shares presently outstanding

PRINCIPAL PROPERTIES AND PRODUCTS

FABRICON PRODUCTS DIVISION	MANUFACTURING PLANTS RIVER ROUGE MICHIGAN PHIL ADELPHIA PENNSYLVANIA PITTSBURGH PENNSYLVANIA LOS ANGELES CALIFORNIA PRINCIPAL PRODUCTS — Automotive door riser panels trunk linings foundation parts sound deadeners floor carpet mats sun visors dash mats glove boxes waxed papers bread candy and food wrappers printed or plain roll or sheet aniline printed cellophane and polyethy lene food wrappers plastics custom impregnated papers textiles and glass cloth molded polyester Fiberglas parts
INSULATION DIVISION	MANUFACTURING PLANTS CLARK NEVADA DOVER NEW JERSEY JOPLIN MISSOURI WABASH INDIANA PRINCIPAL PRODUCTS — Mineral wool insulations cements blocks blankets felts aluminum storm windows and screens storm and screen doors diatomaceous earth products
MINING AND SMELTING DIVISION	MINES TRI STATE DISTRICT (Missouri Kansas Oklahoma) GALENA ILLINOIS SHULLSBURG WISCONSIN PARRAL MEXICO ZINC SMELTER HENRYETTA OKLAHOMA CONCENTRATING MILLS COMMERCE OKLAHOMA GALENA ILLINOIS PARRAL MEXICO GERMANIUM PLANT MIAMI OKLAHOMA CONSOI IDATED SUPPLY COMPANY TREECE KANSAS NORTHEAST OKLAHOMA RAILROAD COMPANY MIAMI OKLAHOMA PRINCIPAL PRODUCTS—Slab zinc chat cadmium germanium gallium
OHIO RUBBER COMPANY DIVISION	MANUFACTURING PLANTS WILLOUGHBY OHIO CONNEAUT VILLE PENNSYLVANIA LONG BEACH CALIFORNIA PRINCIPAL PRODUCTS — Molded extruded rubber to metal mechanical rubber products automobile floor mats miscellaneous mats weatherstrip tubing vibration mountings handle grips semi pneumatic tires defroster hose tracks for track laying vehicles flexible vinyl parts and perforated materials products manufactured from natural synthetic and silicone rubbers
PIGMENT DIVISION	MANUFACTURING PLANTS GALENA KANSAS HILLSBORO ILLINOIS JOPLIN MISSOURI NEWARK NEW JERSEY PRINCIPAL PRODUCTS—Lead free zinc oxides leaded zinc oxides white lead carbonate super sublimed white lead sublimed blue lead basic silicate white lead lead silicates red lead lead peroxide orange mineral litharge sublimed litharge lithopone germanium metal and dioxide sulphuric acid



THE EVELE-PICHER COMPANY